

**HELM-ATLANTIC ASSOCIATES**  
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

**VIA AIR COURIER**

RECORDED

FILED

May 2, 1997

MAY 5 '97 2-14PM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the Partial Termination of Security Agreement dated as of April 2, 1997 ("Partial Termination") by NationsBank of Virginia, N.A., a national banking association, for the benefit of Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Partial Termination, please note the following information:

<b><u>Name and Address of Helm:</u></b>	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
<b><u>Name and Address of Agent:</u></b>	NationsBank of Virginia, N.A. 1111 East Main Street 4th Floor Pavilion Richmond, VA 23277-0001
<b><u>Equipment:</u></b>	Three (3) locomotives, more fully described in attached Exhibit A to the Partial Termination.
<b><u>Previous STB Filing:</u></b>	Security Agreement filed under Recordation No. 18905.

Please file the Partial Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P/Hapin*  
Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

MAY 5 '97 2-14 PM

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of April 2, 1997, by NationsBank, N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the three (3) locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates is planning to sell the Units to third parties as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the STB and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This release shall have no effect on the Agent's security interest in and lien on any collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Partial Termination on the date indicated below its signature.

NATIONSBANK, N.A., as Agent

By: E. Turner Giffin

Title: Senior Vice President

Date: 4/4/97

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STATE OF VIRGINIA

city  
COUNTY OF Richmond

)  
) S.S.  
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On this 2 day of April, 1997, before me, personally appeared ETURNER COGGIN to me personally know, who being by me duly sworn, says that he is a SVP of **NATIONSBANK, N.A.**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Mary Ellen Vith  
Notary Public

My Commission Expires:

10/31/98

EXHIBIT A

Description of the Unit:

One (1) 2,000 HP GP38AC locomotive equipped with extended range dynamic brakes. Built by EMD in 1971.

Old Unit Number

CSXT 2153

New Unit Number

CORP 5153

Description of the Units:

Two (2) 3,000 HP GP40 locomotives equipped with dynamic brakes and single electric cabinets. Built by EMD in 1970 and 1971.

Old Unit Numbers

HLCX 4001 (formerly CSXT 6708)  
CSXT 6793

New Unit Numbers

IORY 6708  
IORY 6793